

L. John Osborn  
(202) 408-6351  
ljo@sonnenschein.com

RECORDATION NO.

23191

FILED

OCT 24 '00

4:27 PM

**SURFACE TRANSPORTATION BOARD**

October 23, 2000

1301 K Street N.W.  
Suite 600, East Tower  
Washington, D.C. 20005  
202.408.6400  
202.408.6399 fax  
www.sonnenschein.com

Chicago  
Kansas City  
Los Angeles  
New York  
San Francisco  
St. Louis  
Washington, D.C.

By Hand

Hon. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 714  
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are two (2) originals of a Memorandum of Lease and Assignment of Lease, dated as of September 29, 2000, which should be recorded as a *primary* document.

The names of the parties to the transaction reflected in the enclosed (and certain related) documents are:

Lessor/Assignor: TRINITY INDUSTRIES LEASING COMPANY, a corporation  
organized under the laws of the state of Delaware

Lessor/Assignee: THE CIT GROUP/EQUIPMENT FINANCING, INC., a  
corporation organized under the state of New York

Lessee: KANSAS CITY SOUTHERN RAILWAY COMPANY, a  
corporation organized under the laws of the state of Missouri

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
25	4,750 CF covered hopper cars	KCS 310174 – 310184, 310186 – 310199
100	73' center beam flat cars	KCS 711000 – 711099

Simonschein

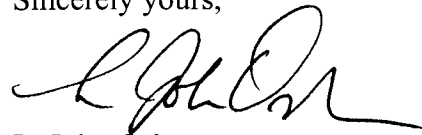
Hon. Vernon A. Williams, Secretary  
October 23, 2000  
Page 2

A brief description of the transaction reflected in the enclosed document is as follows:

Pursuant to a Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including (by assignment) that certain Railroad Car Net Lease Agreement dated as of November 5, 1990 (the "Lease") between Lessor/Assignor and Lessee.

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. John Osborn", written in a cursive style.

L. John Osborn

Enclosures

**Attachment to October 23, 2000 Cover Letter to Surface Transportation Board  
Addresses of Parties**

Trinity Industries Leasing Company  
2418 Gardner Expressway  
Quincy, IL 62306-0867

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Kansas City Southern Railway Company  
114 West 11th Street  
Kansas City, MO 64105-1804

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

4-27 PM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE, dated as of September 29, 2000, is made by TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware (the "Lessor/Assignor"), and by THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York (the "Lessor/Assignee"), and relates to that certain Railroad Car Net Lease Agreement dated as of November 5, 1990 (the "Lease") between Lessor/Assignor and KANSAS CITY SOUTHERN RAILWAY COMPANY, a corporation organized under the laws of the state of Missouri (the "Lessee").

WHEREAS, Lessor/Assignor and Lessee have entered into the Lease, including Rider No. 1 dated November 5, 1990, Rider No. 2 dated October 25, 1996, and an Authorization letter to allow use of cars in Mexico, under which Lessor/Assignor has leased to Lessee the following railroad equipment (the "Equipment"):

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
25	4,750 CF covered hopper cars	KCS 310174 – 310184, 310186 – 310199
100	73' center beam flat cars	KCS 711000 – 711099

and

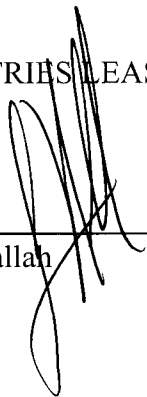
WHEREAS, pursuant to that certain Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including the Lease; and

WHEREAS, the parties desire to provide notice of the Lease and of the assignment of the Lease by Lessor/Assignor to Lessor/Assignee; and

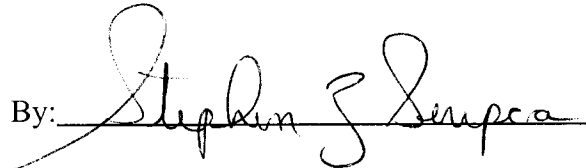
WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease and Assignment of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

TRINITY INDUSTRIES LEASING COMPANY

By:   
John Nussrallah  
President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: STEPHEN Z SEREPCA  
Title: SR VP

CORPORATE FORM OF ACKNOWLEDGEMENT

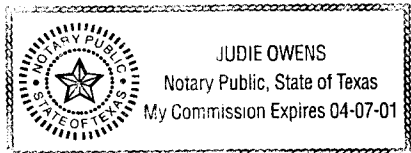
State of Texas )  
County of Dallas ) SS:  
 )

On this 3<sup>RD</sup> day of October, 2000, before me personally appeared John Nussrallah to me personally known, who being by me duly sworn, says that he is the President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judie Owens  
Signature of Notary Public

My commission expires 04-07-01

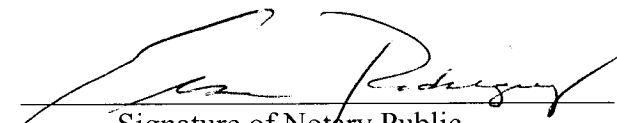
Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of New York )  
 ) SS:  
County of New York )

On this 12 day of October, 2000, before me personally appeared Stephen Z. Serepca to me personally known, who being by me duly sworn, says that he/she is the Sr. Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My commission expires May 29, 2002

Seal

ELSA RODRIGUEZ  
Notary Public, State of New York  
No. 4967228  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 29, 2002